

PP9000077858

MILLER & SOUTH, P.A.  
ATTORNEYS AT LAW  
2699 LEE ROAD, SUITE 120  
WINTER PARK, FLORIDA 32789

PETER F. CARR, JR.  
C. TERESA GARRETT  
JEFFREY P. MILHAUSEN  
J. GARY MILLER  
J. TODD SOUTH

TELEPHONE  
(407) 539-1638  
FACSIMILE  
(407) 539-2679

March 16, 2001

**VIA CERTIFIED MAIL-  
RETURN RECEIPT REQUESTED**

Division of Corporations  
Amendment Section  
P.O. Box 6327  
Tallahassee, FL 32314

400003889544--3  
-03/21/01--01019--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: ValuePay.com, Inc.;  
Our File: 1033-1.

Dear Ladies/Gentlemen:

Enclosed, please find the original, executed Articles of Amendment to Articles of Incorporation of ValuePay.com, Inc., along with our firm check in the amount of \$35.00 for the filing fee.

Upon filing, please stamp the attached copy and return to our office in the return envelope also enclosed.

If you have any questions or require anything further, please do not hesitate to contact our office. Thank you for your assistance in this matter.

Sincerely yours,

*Jeffrey P. Milhausen*  
Jeffrey P. Milhausen  
Counsel for ValuePay.com, Inc.

JPM/lsr  
Enclosures

Signed in his absence  
to avoid delay

FILED  
01 MAR 20 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N/c

T BROWN MAR 26 2001

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
VALUEPAY.COM, INC.**

**FILED  
01 MAR 20 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST : AMENDMENT(S) ADOPTED:**

**ARTICLE I**

The name of the Corporation shall be ValuePay Technologies, Inc.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

No Action.

**THIRD:** The date of each and every amendment set forth above is February 12, 2001.

**FOURTH:** The amendments set forth above were approved by unanimous consent of all of the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed as of the 6 day of March, 2001.

  
Gulshan Bahl, President